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8 Attorneys for Defendants
9 JOHN A. SCARLETT, DANIEL M. RADBURY,
KARIN EASTHAM, V. BRYAN LAWLIS, HOYOUNG HUH,
10 SUSAN M. MOLINEAUX, ROBERT J. SPIEGEL, and
Nominal Defendant GERON CORPORATION

11 *[Additional counsel on signature page]*

12 UNITED STATES DISTRICT COURT
13
14 NORTHERN DISTRICT OF CALIFORNIA

15 RICHARD DILAURA derivatively on
16 behalf of GERON CORPORATION,

17 Plaintiff,

18 v.

19 JOHN A. SCARLETT, DANIEL M.
BRADBURY, KARIN EASTHAM, V.
20 BRYAN LAWLIS, HOYOUNG HUH,
SUSAN M. MOLINEAUX, ROBERT J.
21 SPIEGEL,

22 Defendants,

23 – and –

24 GERON CORPORATION,

25 Nominal Defendant.

Case No. 4:15-cv-02989-CRB

**STIPULATION AND ORDER REGARDING
CONSOLIDATION AND STAY OF RELATED
DERIVATIVE ACTIONS**

1 Plaintiff Richard DiLaura (“Plaintiff”), defendants John A. Scarlett, Daniel M. Radbury,
 2 Karin Eastham, V. Bryan Lawlis, Hoyoung Huh, Susan M. Molineaux, and Robert J. Spiegel (the
 3 “Individual Defendants”), and nominal defendant Geron Corporation (“Geron” or the
 4 “Company,” and together with the Individual Defendants and Plaintiff, the “Parties”), by and
 5 through their respective counsel, hereby stipulate and agree as follows:

6 WHEREAS, on June 26, 2015, Plaintiff filed a derivative complaint, captioned *DiLaura v.*
 7 *Scarlett, et al.*, N.D. Cal. Case No. 3:15-cv-02989-DMR (the “*DiLaura* Action”), for breach of
 8 fiduciary duty and unjust enrichment, asserting claims derivatively on behalf of Geron against the
 9 Individual Defendants;

10 WHEREAS, on June 29, 2015, Adrienne Haddock filed a second derivative complaint,
 11 captioned *Haddock v. Scarlett, et al.*, N.D. Cal. Case No. 3:15-cv-03007-JCS (the “*Haddock*
 12 *Action*”), asserting claims identical to those in the *DiLaura* Action derivatively on behalf of
 13 Geron against the Individual Defendants;

14 WHEREAS, Plaintiff in the *DiLaura* Action and Ms. Haddock in the *Haddock* Action are
 15 represented by the same counsel;

16 WHEREAS, on August 11, 2015, the *DiLaura* Action and the *Haddock* Action were
 17 reassigned to this Court;

18 WHEREAS, a related shareholder derivative complaint, captioned *Oriente v. Scarlett, et*
 19 *al.*, Sup. Ct. Case No. CIV528121, was previously filed on April 21, 2014 and is pending before
 20 the Superior Court of the State of California, County of San Mateo (the “State Derivative
 21 Action”);

22 WHEREAS two factually related federal securities class actions were filed in this Court
 23 against Geron and certain of the Individual Defendants and have been consolidated into one
 24 action captioned *In re Geron Corporation Securities Litigation*, N.D. Cal. Case No. 3:14-CV-
 25 01224-CRB (the “Federal Securities Class Action”);

26 WHEREAS, the State Derivative Action has been stayed pending further developments in
 27 the Federal Securities Class Action;

28

1 WHEREAS, subsequent to (1) the Court's April 10, 2015 ruling on the motion to dismiss
 2 in the Federal Securities Class Action, and (2) Defendants' filing of a motion for leave to file a
 3 motion for reconsideration of the Court's ruling on the motion to dismiss ("Motion for Leave"),
 4 which remains pending, the parties in the Federal Securities Class Action have agreed to mediate
 5 the Federal Securities Class Action before the Honorable Layn Phillips on November 2, 2015
 6 (the "Mediation");

7 WHEREAS the Parties have met and conferred concerning the most efficient manner in
 8 which to litigate the derivative claims brought on Geron's behalf;

9 WHEREAS the Parties agree that the interests of efficient and effective case management
 10 would best be served by consolidating the *DiLaura* Action and the *Haddock* Action and staying
 11 all proceedings and continuing all response dates in both actions for one hundred fifty (150) days
 12 to allow for further developments in the Federal Securities Class Action including, but not limited
 13 to, the Mediation and the Court's ruling on the Motion for Leave, and by sharing discovery
 14 generated in the Federal Securities Class Action, if any, with Plaintiff and Ms. Haddock;

15 NOW, THEREFORE, it is hereby stipulated and agreed by and between the Parties,
 16 through their respective counsel of record, that:

17 1. The *DiLaura* Action and the *Haddock* Action shall be consolidated in a single
 18 consolidated derivative action (the "Consolidated Federal Derivative Action"), and any
 19 subsequent shareholder derivative actions filed in or transferred to this Court that involve
 20 questions of law or fact similar to those contained in these actions shall be automatically
 21 consolidated with the Consolidated Federal Derivative Action and the instant Order shall apply.

22 2. Plaintiff and Ms. Haddock shall be appointed Lead Plaintiffs in the Consolidated
 23 Federal Derivative Action and The Shuman Law Firm shall serve as Lead Counsel;

24 3. The Consolidated Federal Derivative Action shall be stayed for one hundred fifty
 25 (150) days upon entry of the Order granting this stipulation. Upon expiration of the stay, the
 26 Individual Defendants and/or Geron need not respond to the complaint or any amended complaint
 27 until a new response date is set and/or approved by the Court.
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1 4. Notwithstanding the stay, Lead Plaintiffs may file an amended complaint, but the
2 Individual Defendants and/or Geron need not answer, move or otherwise respond to any such
3 amended complaint during the pendency of the stay.

4 5. Should discovery proceed in the Federal Securities Class Action, subject to entry
5 of an appropriate confidentiality protective order, the Individual Defendants and/or Geron will
6 provide Lead Plaintiffs, concurrently with any production (formal or informal) in the Federal
7 Securities Class Action: (i) copies of all documents and written responses to discovery requests
8 produced to the Federal Securities Class Action plaintiff in the form and manner in which such
9 documents are produced to plaintiffs in the Federal Securities Class Action; (ii) any written
10 agreements among the parties in the Federal Securities Class Action regarding the scope of
11 discovery; and (iii) transcripts of all depositions taken in the Federal Securities Class Action.
12 This stipulation is intended to facilitate coordination and to avoid, to the extent practicable,
13 duplicative discovery.

14 6. Prior to a judicial determination that Lead Plaintiffs have adequately pleaded
15 demand futility under Delaware law and Federal Rule of Civil Procedure 23.1, the Parties agree
16 that, absent a court order, documents and information obtained pursuant to this stipulation shall
17 not be used to amend Lead Plaintiffs' complaint and shall be protected pursuant to Federal Rule
18 of Evidence 408.

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7. The stay of this action may be lifted upon motion of any party or by stipulation of the Parties, or as otherwise ordered by this Court.

IT IS SO STIPULATED.

Dated: August 13, 2015

COOLEY LLP
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BRETT H. DE JARNETTE (292919)

/s/ Ryan E. Blair

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Dated: August 13, 2015

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Attorneys for Plaintiffs RICHARD DILAURA and
ADRIANNE HADDOCK

IT IS SO ORDERED.

Dated: August 14, 2015



Honorable Charles R. Breyer
United States District Court Judge